

INTERNATIONAL FIDELITY INSURANCE COMPANY

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MIRA INTERNATIONAL FOODS, INC.,

Plaintiff.

-against-

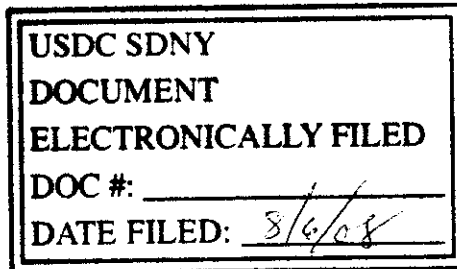
NILE COMPANY FOR FOOD INDUSTRIES,

Defendant.

BOND NO. 0482185

08 Civil 5825 (GBD)

UNDERTAKING ON PRELIMINARY
INJUNCTION



WHEREAS, the above named Plaintiff, **MIRA INTERNATIONAL FOODS, INC.**, has applied for a PRELIMINARY INJUNCTION in the above entitled action, enjoining the Defendant, **NILE COMPANY FOR FOOD INDUSTRIES**, from doing things as more fully set forth in the order granted by the Hon. George B. Daniels during oral arguments on July 8, 2008 under and by virtue of the Federal Rules of Civil Procedure upon the posting of an undertaking in the sum of *ONE HUNDRED THOUSAND AND 00/100 (\$100,000.00) DOLLARS*.

Now, therefore, INTERNATIONAL FIDELITY INSURANCE COMPANY, having an office and principal place of business for the State of New York, at One Newark Center, Newark NJ 07102, as Surety, does hereby undertake that the Plaintiff, **MIRA INTERNATIONAL FOODS, INC.**, will pay to the Defendant, **NILE COMPANY FOR FOOD INDUSTRIES**, so enjoined, such damages and costs not exceeding the sum of ONE HUNDRED THOUSAND AND 00/100 (\$100,000.00) DOLLARS as they may sustain by reason of the Preliminary Injunction, if the Court shall finally decide that the Plaintiff was not entitled thereto; such damages and costs to be ascertained by a reference, or otherwise as the Court shall direct.

Dated: August 1, 2008
New York, New York

INTERNATIONAL FIDELITY INSURANCE COMPANY

WILLIAM J. PEDERSEN
Attorney-In-Fact

SURETY ACKNOWLEDGEMENT

STATE OF NEW YORK
COUNTY OF NEW YORK

SS:

On this 1st day of August in the year 2008, before me personally came **WILLIAM J. PEDERSEN** to me known, who being by me duly sworn, did depose and say that he resides in New York, NY; that he is Attorney-in-Fact of **INTERNATIONAL FIDELITY INSURANCE COMPANY**, the corporation described in and which executed the above instrument; that he knows the seal affixed to said instrument is such corporate seal; that it was affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

NOTARY PUBLIC STAMP

MICHAEL KEATING
Notary Public, State of New York
Reg. No. 01-KE-4251559
Qualified in New York County
Commission Expires February 3, 20 10

NOTARY PUBLIC

Approved 8/6/08

J. Michael McManus
Clerk

By David J. Thompson
Deputy Clerk

POWER OF ATTORNEY

INTERNATIONAL FIDELITY INSURANCE COMPANY

HOME OFFICE: ONE NEWARK CENTER, 20TH FLOOR
NEWARK, NEW JERSEY 07102-5207

KNOW ALL MEN BY THESE PRESENTS: That INTERNATIONAL FIDELITY INSURANCE COMPANY, a corporation organized and existing laws of the State of New Jersey, and having its principal office in the City of Newark, New Jersey, does hereby constitute and appoint

CAROLYN OFFENHARTZ, WILLIAM J. PEDERSEN

New York, NY.

its true and lawful attorney(s)-in-fact to execute, seal and deliver for and on its behalf as surety, any and all bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof, which are or may be allowed, required or permitted by law, statute, rule, regulation, contract or otherwise, and the execution of such instrument(s) in pursuance of these presents, shall be as binding upon the said INTERNATIONAL FIDELITY INSURANCE COMPANY, as fully and amply, to all intents and purposes, as if the same had been duly executed and acknowledged by its regularly elected officers at its principal office.

This Power of Attorney is executed, and may be revoked, pursuant to and by authority of Article 3-Section 3, of the By-Laws adopted by the Board of Directors of INTERNATIONAL FIDELITY INSURANCE COMPANY at a meeting called and held on the 7th day of February, 1974.

The President or any Vice President, Executive Vice President, Secretary or Assistant Secretary, shall have power and authority

- (1) To appoint Attorneys-in-fact, and to authorize them to execute on behalf of the Company, and attach the Seal of the Company thereto, bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof and,
- (2) To remove, at any time, any such attorney-in-fact and revoke the authority given.

Further, this Power of Attorney is signed and sealed by facsimile pursuant to resolution of the Board of Directors of said Company adopted at a meeting duly called and held on the 29th day of April, 1982 of which the following is a true excerpt:

Now therefore the signatures of such officers and the seal of the Company may be affixed to any such power of attorney or any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.



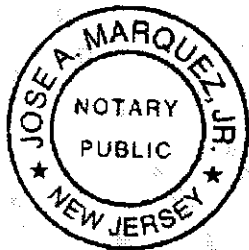
IN TESTIMONY WHEREOF, INTERNATIONAL FIDELITY INSURANCE COMPANY has caused this instrument to be signed and its corporate seal to be affixed by its authorized officer, this 31st day of August, A.D. 1998.

INTERNATIONAL FIDELITY INSURANCE COMPANY

STATE OF NEW JERSEY
County of Essex

[Signature]
Vice-President

On this 31st day of August 1998, before me came the individual who executed the preceding instrument, to me personally known, and, being by me duly sworn, said the he is the therein described and authorized officer of the INTERNATIONAL FIDELITY INSURANCE COMPANY; that the seal affixed to said instrument is the Corporate Seal of said Company; that the said Corporate Seal and his signature were duly affixed by order of the Board of Directors of said Company.



IN TESTIMONY WHEREOF, I have hereunto set my hand affixed my Official Seal, at the City of Newark, New Jersey the day and year first above written.

[Signature]

A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 21, 2005

CERTIFICATION

I, the undersigned officer of INTERNATIONAL FIDELITY INSURANCE COMPANY do hereby certify that I have compared the foregoing copy of the Power of Attorney and affidavit, and the copy of the Section of the By-Laws of said Company as set forth in said Power of Attorney, with the ORIGINALS ON IN THE HOME OFFICE OF SAID COMPANY, and that the same are correct transcripts thereof, and of the whole of the said originals, and that the said Power of Attorney has not been revoked and is now in full force and effect

IN TESTIMONY WHEREOF, I have hereunto set my hand this

1ST day of August 2008

[Signature]
Assistant Secretary

INTERNATIONAL FIDELITY INSURANCE COMPANY
 ONE NEWARK CENTER, 20TH FLOOR, NEWARK, NEW JERSEY 07102-5207

STATEMENT OF ASSETS, LIABILITIES, SURPLUS AND OTHER FUNDS

AT DECEMBER 31, 2007

ASSETS

Bonds (Amortized Value)	\$88,913,221
Common Stocks (Market Value)	18,170,832
Mortgage Loans on Real Estate	1,111,500
Cash & Bank Deposits	46,453,412
Short Term Investments	4,039,006
Unpaid Premiums & Assumed Balances	4,488,967
Reinsurance Recoverable from Reinsurers	631,946
Electronic Data Processing Equipment	135,990
Investment Income Due and Accrued	1,253,680
Net Deferred Tax Assets	3,250,000
Other Assets	<u>2,245,354</u>
TOTAL ASSETS	<u>\$170,693,907</u>

LIABILITIES, SURPLUS & OTHER FUNDS

Losses (Reported Losses Net as to Reinsurance Ceded and Incurred But Not Reported Losses)	\$15,493,530
Loss Adjustment Expenses	4,242,428
Contingent Commissions & Other Similar Charges	116,728
Other Expenses (Excluding Taxes, Licenses and Fees)	4,960,927
Taxes, Licenses & Fees (Excluding Federal Income Tax)	1,252,929
Current Federal & Foreign Income Taxes	645,000
Unearned Premiums	20,522,449
Ceded Reinsurance Premiums Payable	1,931,511
Funds Held by Company under Reinsurance Treaties	5,068
Amounts Withheld by Company for Account of Others	26,183,176
Provisions for Reinsurance	<u>7,409</u>
TOTAL LIABILITIES	<u>\$84,361,155</u>
Common Capital Stock	\$1,500,000
Gross Paid-in & Contributed Surplus	374,600
Surplus Note	16,000,000
Unassigned Funds (Surplus)	<u>68,458,153</u>
Surplus as Regards Policyholders	<u>\$86,332,752</u>
TOTAL LIABILITIES, SURPLUS & OTHER FUNDS	<u>\$170,693,907</u>

I, Francis L. Mitterhoff, President of INTERNATIONAL FIDELITY INSURANCE COMPANY, certify that the foregoing is a fair statement of Assets, Liabilities, Surplus and Other Funds of this Company, at the close of business, December 31, 2007, as reflected by its books and records and as reported in its statement on file with the Insurance Department of the State of New Jersey.



IN TESTIMONY WHEREOF, I have set my hand and affixed the seal of the Company, this 26th day of February 2008.

INTERNATIONAL FIDELITY INSURANCE COMPANY